

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of New York

(State)

Case number (if known): _____ Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name NEMS Acquisition, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 46-5137378

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

One Arin Park, 1715 Route 35 North

Number Street

Number Street

Suite 303

P.O. Box

Middletown

City

NJ

State

07748

Zip Code

City

State

Zip Code

Location of principal assets, if different from principal place of business

Monmouth

County

Number Street

City

State

Zip Code

5. Debtor's website (URL) _____

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **NEMS Acquisition, LLC** Case number (if known) _____
 Name

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5511

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When MM / DD / YYYY Case number _____
 District _____ When MM / DD / YYYY Case number _____

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Rider 1 Relationship _____
 District _____ When MM / DD / YYYY
 Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor

NEMS Acquisition, LLC

Name

Case number (if known)

11. Why is the case filed in *this district*?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No [See Rider 2]☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number Street

City

State

ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5,001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated assets (on a consolidated basis)**☐ \$0-\$50,000☐ \$50,001-\$100,000☐ \$100,001-\$500,000☐ \$500,001-\$1 million☒ \$1,000,001-\$10 million☐ \$10,000,001-\$50 million☐ \$50,000,001-\$100 million☐ \$100,000,001-\$500 million☐ \$500,000,001-\$1 billion☐ \$1,000,000,001-\$10 billion☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion

Debtor NEMS Acquisition, LLC Case number (if known) _____
Name

16. **Estimated liabilities (on a consolidated basis)**
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**
- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - ☐ I have been authorized to file this petition on behalf of the debtor.
 - ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/16/2018
MM / DD / YYYY

* /s/ Timothy J. Dragelin Timothy J. Dragelin
Signature of authorized representative of debtor Printed name

Title: Chief Restructuring Officer

18. **Signature of attorney**
- X** /s/ Thomas R. Califano Date 03/16/2018
Signature of attorney for debtor MM / DD / YYYY

Thomas R. Califano
Printed name

DLA Piper LLP (US)
Firm name

1251 Avenue of the Americas
Number Street

New York
City

NY
State

10020-1104
ZIP Code

(212) 335-4500
Contact phone

thomas.califano@dlapiper.com
Email address

2286144
Bar number

NY
State

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----	x
In re:	:
	:
	: Chapter 11
NEMS ACQUISITION, LLC,	:
	:
	: Case No. 18-____ (____)
Debtor.	:
-----	x

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Its Affiliates

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition in the United States Bankruptcy Court for the Eastern District of New York for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of Orion Healthcorp, Inc.

1. Orion Healthcorp, Inc.
2. Constellation Healthcare Technologies, Inc.
3. NEMS Acquisition, LLC
4. Northeast Medical Solutions, LLC
5. NEMS West Virginia, LLC
6. Physicians Practice Plus Holdings, LLC
7. Physicians Practice Plus, LLC
8. Medical Billing Services, Inc.
9. Rand Medical Billing, Inc.
10. RMI Physician Services Corporation
11. Western Skies Practice Management, Inc.
12. Integrated Physician Solutions, Inc.
13. NYNM Acquisition, LLC
14. Northstar FHA, LLC
15. Northstar First Health, LLC
16. Vachette Business Services, Ltd.
17. Phoenix Health, LLC
18. MDRX Medical Billing, LLC
19. VEGA Medical Professionals, LLC
20. Allegiance Consulting Associates, LLC
21. Allegiance Billing & Consulting, LLC

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----	x
In re:	:
	: Chapter 11
NEMS ACQUISITION, LLC,	:
	: Case No. 18-____ (____)
Debtor.	:
-----	x

Rider 2

Real Property or Personal Property that Needs Immediate Attention

Question 12, among other things, asks the debtor to identify any property that poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

The above-captioned debtor (the “Debtor”) does not believe it owns or possesses any real or personal property that (i) poses a threat of imminent and identifiable hazard to public health or safety, (ii) needs to be physically secured or protected from the weather, or (iii) includes perishable goods or assets that could quickly deteriorate. The Debtor notes that it is not aware of the exact definition of “imminent and identifiable hazard” as used in this form.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**
www.nyeb.uscourts.gov

**STATEMENT PURSUANT TO LOCAL
BANKRUPTCY RULE 1073-2(b)**

DEBTOR(S): NEMS Acquisition, LLC **CASE NO.:** _____

Pursuant to Local Bankruptcy Rule 1073-2(b), the debtor (or any other petitioner) hereby makes the following disclosure concerning Related Cases, to the petitioner's best knowledge, information and belief:

[NOTE: Cases shall be deemed "Related Cases" for purposes of E.D.N.Y. LBR 1073-1 and E.D.N.Y. LBR 1073-2 if the earlier case was pending at any time within eight years before the filing of the new petition, and the debtors in such cases: (i) are the same; (ii) are spouses or ex-spouses; (iii) are affiliates, as defined in 11 U.S.C. § 101(2); (iv) are general partners in the same partnership; (v) are a partnership and one or more of its general partners; (vi) are partnerships which share one or more common general partners; or (vii) have, or within 180 days of the commencement of either of the Related Cases had, an interest in property that was or is included in the property of another estate under 11 U.S.C. § 541(a).]

☒ **NO RELATED CASE IS PENDING OR HAS BEEN PENDING AT ANY TIME.**

☐ **THE FOLLOWING RELATED CASE(S) IS PENDING OR HAS BEEN PENDING:**

1. CASE NO.: _____ **JUDGE:** _____ **DISTRICT/DIVISION:** _____

CASE STILL PENDING: (YES/NO): _____ *[If closed]* **Date of closing:** _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED *(Refer to NOTE above):* _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ('REAL PROPERTY') WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASES: _____

2. CASE NO.: _____ **JUDGE:** _____ **DISTRICT/DIVISION:** _____

CASE STILL PENDING: (YES/NO): _____ *[If closed]* **Date of closing:** _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED *(Refer to NOTE above):* _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ('REAL PROPERTY') WHICH WAS ALSO LISTED IN SCHEDULE "A" OF RELATED CASES: _____

[OVER]

DISCLOSURE OF RELATED CASES (cont'd)

3. CASE NO.: _____ JUDGE: _____ DISTRICT/DIVISION: _____

CASE STILL PENDING: (YES/NO): _____ [If closed] Date of closing: _____

CURRENT STATUS OF RELATED CASE: _____
(Discharged/awaiting discharge, confirmed, dismissed, etc.)

MANNER IN WHICH CASES ARE RELATED (Refer to NOTE above): _____

REAL PROPERTY LISTED IN DEBTOR'S SCHEDULE "A" ('REAL PROPERTY') WHICH WAS ALSO LISTED IN
SCHEDULE "A" OF RELATED CASES: _____

NOTE: Pursuant to 11 U.S.C. § 109(g), certain individuals who have had prior cases dismissed within the preceding 180 days may not be eligible to be debtors. Such an individual will be required to file a statement in support of his/her eligibility to file.

TO BE COMPLETED BY DEBTOR/PETITIONER'S ATTORNEY, AS APPLICABLE:I am admitted to practice in the Eastern District of New York (Y/N): Y**CERTIFICATION (to be signed by pro-se debtor/petitioner or debtor/petitioner's attorney, as applicable):**

I certify under penalty of perjury that the within bankruptcy case is not related to any case now pending or pending at any time, except as indicated elsewhere on this form.

/s/ Thomas R. Califano

Signature of Debtor's Attorney_____
Signature of Pro-se Debtor/Petitioner_____
Mailing Address of Debtor/Petitioner_____
City, State, Zip Code_____
Email Address_____
Area Code and Telephone Number

Failure to fully and truthfully provide all information required by the E.D.N.Y. LBR 1073-2 Statement may subject the debtor or any other petitioner and their attorney to appropriate sanctions, including without limitation conversion, the appointment of a trustee or the dismissal of the case with prejudice.

NOTE: Any change in address must be reported to the Court immediately IN WRITING. Dismissal of your petition may otherwise result.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----	x
In re:	: Chapter 11
	: :
ORION HEALTHCORP, INC., <i>et al.</i> , ¹	: Case No. 18-____ (____)
	: :
Debtor.	: (Joint Administration Pending)
-----	x

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
SEVENTY-FIVE (75) LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtor and its debtor affiliates (collectively, the “Debtors”) hereby certify that the *Consolidated List of Creditors Who Have the Seventy-Five (75) Largest Unsecured Claims and Are Not Insiders* submitted herewith contains the names and addresses of the Debtors’ consolidated top seventy-five (75) unsecured creditors (the “Top 75 List”). The list has been prepared from the Debtors’ unaudited books and records as of the Petition Date. The Top 75 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top 75 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) secured creditors. The information presented in the Top 75 List shall not constitute an admission by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ right to contest the validity, priority, and/or amount of any such claim. The Debtors are comprised of twenty-one (21) affiliated companies. There are over 3,200 creditors and parties in interest in these cases, and there may be potential for confusion and/or overlap regarding creditor obligations. Given the circumstances, the Debtors submit that it is appropriate for them to file a consolidated list of their seventy-five (75) largest unsecured creditors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Orion Healthcorp, Inc. (7246); Constellation Healthcare Technologies, Inc. (0135); NEMS Acquisition, LLC (7378); Northeast Medical Solutions, LLC (2703); NEMS West Virginia, LLC (unknown); Physicians Practice Plus Holdings, LLC (6100); Physicians Practice Plus, LLC (4122); Medical Billing Services, Inc. (2971); Rand Medical Billing, Inc. (7887); RMI Physician Services Corporation (7239); Western Skies Practice Management, Inc. (1904); Integrated Physician Solutions, Inc. (0543); NYNM Acquisition, LLC (unknown); Northstar FHA, LLC (unknown); Northstar First Health, LLC (unknown); Vachette Business Services, Ltd. (4672); Phoenix Health, LLC (0856); MDRX Medical Billing, LLC (5410); VEGA Medical Professionals, LLC (1055); Allegiance Consulting Associates, LLC (7291); Allegiance Billing & Consulting, LLC (7141). The corporate headquarters and the mailing address for the Debtors listed above is 1715 Route 35 North, Suite 303, Middletown, NJ 07748.

Fill in this information to Identify the case:

Debtor Name: Orion Healthcorp, Inc., et al.

United States Bankruptcy Court for the: Eastern District of New York

Case Number (If known): 18- _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 75 Largest Unsecured Claims and Are Not Insiders

12/15

A consolidated list of creditors holding the 75 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 75 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 WINSTON & STRAWN LLP 35 W. WACKER DRIVE CHICAGO, IL 60601-9703	CONTACT: CHRIS ZOCHOWSKI PHONE: 1-312-558-5600 CZochowski@winston.com	TRANSACTION-RELATED	D			\$3,000,000.00
2 GSS INFOTECH 2050, BRUNSWICK PLAZA - 1 STATE HIGHWAY 27 SUITE 201 NORTH BRUNSWICK, NJ 08902	CONTACT: BHARGAV MAREPALLY PHONE: 1-732-798-3101 FAX: 512.266.8803	LITIGATION CLAIM	D,U			\$2,700,000.00
3 THE BANK OF NEW YORK NOMINEES LIMITED ONE PICCADILLY GARDENS MANCHESTER M1 1RN ENGLAND		PROMISSORY NOTE	D			\$1,942,111.77
4 FOREST NOMINEES LIMITED P.O. BOX 328 ST PETER PORT GUERNSEY GY1 3TY CHANNEL ISLANDS		PROMISSORY NOTE	D			\$1,234,745.00
5 HAREWOOD NOMINEES LIMITED 10 HAREWOOD AVENUE LONDON NW1 6AA ENGLAND		PROMISSORY NOTE	D			\$1,133,357.02
6 HSBC GLOBAL CUSTODY NOMINEE UK LIMITED 8 CANADA SQUARE LONDON E14 5HQ ENGLAND		PROMISSORY NOTE	D			\$1,035,078.37

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 PLATFORM SECURITIES NOMINEES LIMITED CANTERBURY HOUSE 85 NEWHALL STREET BIRMINGHAM B3 1LH ENGLAND	PHONE: 44 12 1233 0336 FAX: 44 12 1605 0909	PROMISSORY NOTE	D			\$912,654.79
8 AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. 200 VESEY STREET NEW YORK, NY 10285	CONTACT: RAQUEL HERNANDEZ, ASSISTANT CUSTODIAN PHONE: 212-640-5130 FAX: 212-640-0404	LITIGATION	D,U			\$855,502.85
9 HSBC GLOBAL CUSTODY NOMINEE UK LIMITED 8 CANADA SQUARE LONDON E14 5HQ ENGLAND		PROMISSORY NOTE	D			\$813,345.00
10 NORTRUST NOMINEES LIMITED 50 BANK STREET CANARY WHARF LONDON E14 5NT ENGLAND	PHONE: 44-2079822000	PROMISSORY NOTE	D			\$637,037.26
11 JIM NOMINEES LIMITED 78 MOUNT EPHRAIM TUNBRIDGE WELLS KENT TN4 8BS ENGLAND		PROMISSORY NOTE	D			\$632,177.40
12 MORGAN STANLEY CLIENT SECURITIES NOMINEES LIMITED 25 CABOT SQUARE CANARY WHARF LONDON E14 4QA ENGLAND		PROMISSORY NOTE	D			\$535,841.49
13 STEEL VALLEY EMERGENCY PHYSICIANS, LLC 2720 SUNSET BLVD STEUBENVILLE, OH 43952	CONTACT: TOM DANNIBALLE PHONE: 1-740-264-7173 jhazlewood@reedsmith.com	LITIGATION CLAIM	D,U			\$500,000.00
14 ROBINSON BROG LEINWAND GREENE GENOVESE AND GLUCK PC 875 THIRD AVENUE 9TH FLOOR NEW YORK, NY 10022	CONTACT: ADAM GREENE PHONE: 1-212-603-6355 ajg@robinsonbrog.com	PROFESSIONAL SERVICES	D,U			\$475,000.00
15 BNY OCS NOMINEES LIMITED ONE PICCADILLY GARDENS MANCHESTER M1 1RN UNITED KINGDOM		PROMISSORY NOTE	D			\$450,732.02
16 NORTRUST NOMINEES LIMITED 50 BANK STREET CANARY WHARF LONDON E14 5NT UNITED KINGDOM		PROMISSORY NOTE	D			\$424,916.11
17 KOLB RADIOLOGY, PC 635 MADISON AVE NEW YORK, NY 10022	CONTACT: DR. THOMAS KOLB, MD PHONE: 1-212-602-1168 tkolbmd@yahoo.com	LITIGATION CLAIM	D,U			\$375,000.00

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18 CREDIT SUISSE CLIENT NOMINEES UK LIMITED ONE CABOT SQUARE CANARY WHARF LONDON E14 4QJ UNITED KINGDOM		PROMISSORY NOTE	D			\$367,650.00
19 THE BANK OF NEW YORK NOMINEES LIMITED ONE PICCADILLY GARDENS MANCHESTER M1 1RN UNITED KINGDOM		PROMISSORY NOTE	D			\$335,676.49
20 GOLDMAN SACHS INTERNATIONAL PO BOX 62663 PETERBOROUGH COURT 133 FLEET STREET LONDON EC4P 4AY UNITED KINGDOM	PHONE: 44 2077 741000	PROMISSORY NOTE	D			\$319,576.86
21 LEXINGTON LANDMARK SERVICES LLC CO ROBINSON BROG LEINWAND GREEN GENOVESE AND GLUCK PC 875 THIRD AVENUE, 9TH FLOOR NEW YORK, NY 10022	CONTACT: DAVID M. BLUMENTHAL PHONE: 212 603-0497 zb@robinsonbrog.com	PROMISSORY NOTE	D			\$301,000.00
22 FINNCAP 60 NEW BROAD STREET LONDON EC2M 1JJ UNITED KINGDOM	CONTACT: STUART ANDREWS PHONE: 020 7220 0565 sandrews@finncap.com	TRANSACTION RELATED	D			\$299,594.04
23 PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL UNITED KINGDOM		PROMISSORY NOTE	D			\$299,476.51
24 CHASE NOMINEES LIMITED PO BOX 7732 1 CHASESIDE BOURNEMOUTH BH1 9XA UNITED KINGDOM	PHONE: 44 20 7777 2000	PROMISSORY NOTE	D			\$287,665.27
25 ROOKMINEE SINGH-NARAYAN JAIRAJ YAMRAJTHANK 9317 207TH ST 2295 LANCASTER AVE, BALDWIN, NY 11510 QUEENS VILLAGE, NY 11428	CONTACT: ROOKMINEE SINGH-NARAYAN JAIRAJ YAMRAJTHANK FAX: 718-740-2000 legal@abdulhassan.com	LITIGATION CLAIM	D,U			\$250,000.00
26 1805 OLD ALABAMA V ORION 1805 OLD ALABAMA ROAD ROSWELL, GA 30076		LITIGATION CLAIM				\$227,473.59
27 YOUNG CONAWAY RODNEY SQUARE 1000 NORTH KING ST WILMINGTON, DE 19801	CONTACT: JAMES L PATTON FAX: 302.571.1253 jpatton@ycst.com	TRANSACTION- RELATED	D			\$225,000.00

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28 SKANDINAVISKA ENSKILDA BANKEN AB PUBL CO BNP PARIBAS SECURITIES SERVICES 55 MOORGATE 4TH FLOOR LONDON EC2R 6PA UNITED KINGDOM	CONTACT: MARK LUSCOMBE PHONE: 44 20 72464000 mark.luscombe@seb.co.uk	PROMISSORY NOTE	D			\$172,000.00
29 NORTRUST NOMINEES LIMITED 50 BANK STREET CANARY WHARF LONDON E14 5NT UNITED KINGDOM		PROMISSORY NOTE	D			\$153,832.50
30 PARKERSBURG RADIOLOGY SERVICES, INC. PO BOX 779 PARKERSBURG, WV 26102	CONTACT: MIKE HENSLEY PHONE: 1-270-793-2027	LITIGATION CLAIM	D,U			\$150,000.00
31 BREWIN NOMINEES LIMITED PO BOX 1025 TIME CENTRAL GALLOWGATE NEWCASTLE UPON TYNE NE99 1SX UNITED KINGDOM		PROMISSORY NOTE	D			\$141,900.00
32 ALLIANCE HEALTH SCIENCES 3418 MIDCOURT RD STE 118 CARROLLTON, TX 75006	PHONE: 214.420.8200 FAX: 214.420.8205 info@alliancediagnostics.co m	TRADE DEBT				\$133,494.00
33 N.Y. NOMINEES LIMITED PO BOX 293 20 FARRINGDON ROAD LONDON EC1M 3NH UNITED KINGDOM		PROMISSORY NOTE	D			\$129,000.00
34 ABN AMRO GLOBAL NOMINEES LIMITED 5 ALDERMANBURY SQUARE LONDON EC2V 7HR UNITED KINGDOM		PROMISSORY NOTE	D			\$118,250.00
35 GEBBS HEALTHCARE SOLUTIONS, INC. 4640 ADMIRALTY WAY STE 950 MARINA DEL RAY 90292	CONTACT: KIRAN KUMAR, SVP CLIENT RELATIONS SOLUTIONS PHONE: 1-201-562-8294 Kiran.Kumar@gebbs.com	LITIGATION CLAIM	D,U			\$110,057.50
36 LAWSHARE NOMINEES LIMITED CALVERLEY HOUSE 55 CALVERLEY ROAD TUNBRIDGE WELLS KENT TN1 2TU UNITED KINGDOM	PHONE: 1-892-523-346	PROMISSORY NOTE	D			\$103,313.95
37 COCKERELL DERMATOPATHOLOGY, P.A. 100 HIGHLAND PARK VILLAGE STE 200 DALLAS, TX 75205	CONTACT: BRANDA WANDER PHONE: 1-214-530-5200 info@lynnllp.com	LITIGATION CLAIM	D			\$100,000.00

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

38	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
38	STATE STREET NOMINEES LIMITED 525 FERRY ROAD EDINBURGH EH5 2AW UNITED KINGDOM	PHONE: 44 0 131 315 2000 FAX: 44 0 131 315 2999	PROMISSORY NOTE	D			\$87,075.00
39	UBS PRIVATE BANKING NOMINEES LTD 1 FINSBURY AVENUE LONDON EC2M 2AN UNITED KINGDOM		PROMISSORY NOTE	D			\$84,481.67
40	NORTRUST NOMINEES LTD GFS CUSTODY SERVICING - EMEA NORTHERN TRUST 50 BANK STREET LONDON E14 5NT UNITED KINGDOM		PROMISSORY NOTE	D			\$79,629.55
41	MR MAX EDWARD ROYDE 13 ELMS ROAD LONDON SW4 9ER UNITED KINGDOM		PROMISSORY NOTE	D			\$76,785.53
42	PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL UNITED KINGDOM		PROMISSORY NOTE	D			\$76,785.53
43	MERRILL LYNCH INTERNATIONAL 2 KING EDWARD STREET LONDON EC1A 1HQ UNITED KINGDOM	PHONE: 44-20-7628-1000 UKWealthManagement@ml.com	PROMISSORY NOTE	D			\$73,902.81
44	RATHBONE NOMINEES LIMITED PORT OF LIVERPOOL BUILDING PIER HEAD LIVERPOOL L3 1NW UNITED KINGDOM		PROMISSORY NOTE	D			\$69,574.00
45	PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL UNITED KINGDOM		PROMISSORY NOTE	D			\$63,855.00
46	PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL UNITED KINGDOM		PROMISSORY NOTE	D			\$59,458.68
47	PLATFORM SECURITIES NOMINEES LIMITED CANTERBURY HOUSE 85 NEWHALL STREET BIRMINGHAM B3 1LH UNITED KINGDOM		PROMISSORY NOTE	D			\$59,294.42
48	CRITERIONS, LLC 18 GENEVIEVE PLACE GREAT NECK, NY 11021	info@criterions.com	TRADE DEBT	D			\$57,090.00

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
49 PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL UNITED KINGDOM		PROMISSORY NOTE	D			\$54,481.00
50 CHRISTINE COHEN 39 OCEAN AVENUE CENTER MORICHES, NY 11934	CONTACT: CHRISTINE COHEN chriscohen55@yahoo.com	PROFESSIONAL FEES	D			\$53,143.17
51 JIM NOMINEES LIMITED 78 MOUNT EPHRAIM TUNBRIDGE WELLS KENT TN4 8BS		PROMISSORY NOTE	D			\$47,052.75
52 CLAUDIO FERRER VILES BECKMAN, LLC ATTN MARIA RITA ALAIMO 6350 PRESIDENTIAL COURT FORT MYERS, FL 33919	CONTACT: MARIA RITA ALAIMO FAX: 877-441-9119	LITIGATION CLAIM	D,U			\$46,000.00
53 PLATFORM SECURITIES NOMINEES LIMITED CANTERBURY HOUSE 85 NEWHALL STREET BIRMINGHAM B3 1LH		PROMISSORY NOTE	D			\$44,298.60
54 CHASE NOMINEES LIMITED PO BOX 7732 1 CHASESIDE BOURNEMOUTH BH1 9XA		PROMISSORY NOTE	D			\$43,715.52
55 MCGUIREWOODS LLP 800 EAST CANAL STREET RICHMOND, VA 23219	CONTACT: GEORGE KEITH MARTIN gmartin@mcguirewoods.com	TRANSACTION RELATED	D			\$42,900.00
56 EQUIVALENT DATA LLC. CO MANFRED STERNBERG JR 4550 POST OAK PLACE SUITE 119 HOUSTON, TX 77027	CONTACT: MICHAEL J MEDRANO FAX: 713-939-4538 Solutions@eqd.com	TRADE DEBT				\$42,500.00
57 TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED EXCHANGE COURT DUNCOMBE STREET LEEDS LS1 4AX		PROMISSORY NOTE	D			\$37,358.83
58 HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED 8 CANADA SQUARE LONDON E14 5HQ		PROMISSORY NOTE	D			\$36,281.25
59 PEEL HUNT HOLDINGS LIMITED MOOR HOUSE 120 LONDON WALL LONDON EC2Y 5ET		PROMISSORY NOTE	D			\$36,140.21
60 STIFEL NICOLAUS EUROPE LTD 150 CHEAPSIDE LONDON EC2V 6ET	CONTACT: DAVID ARCH david.arch@stifel.com	TRANSACTION RELATED	D			\$35,819.68

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
61 STIFEL NICOLAUS EUROPE LIMITED 150 CHEAPSIDE LONDON EC2V 6ET		PROMISSORY NOTE	D			\$34,744.86
62 NOMURA PB NOMINEES LIMITED 1 ANGEL LANE LONDON EC4R 3AB		PROMISSORY NOTE	D			\$31,772.27
63 TD DIRECT INVESTING NOMINEES (EUROPE) LIMITED EXCHANGE COURT DUNCOMBE STREET LEEDS LS1 4AX		PROMISSORY NOTE	D			\$28,746.36
64 STATE STREET NOMINEES LIMITED 525 FERRY ROAD EDINBURGH EH5 2AW		PROMISSORY NOTE	D			\$27,950.00
65 HSBC CLIENT HOLDINGS NOMINEE (UK) LIMITED 8 CANADA SQUARE LONDON E14 5HQ		PROMISSORY NOTE	D			\$27,535.05
66 W B NOMINEES LIMITED ST JAMES HOUSE 27-43 EASTERN ROAD ROMFORD ESSEX RM1 3NH		PROMISSORY NOTE	D			\$25,800.00
67 NEW JERSEY INNOVATION INSTITUTE ENTERPRISE DEVELOPMENT CENTERS 211 WARREN ST NEWARK, NJ 07103	pqrs@njii.com	TRADE DEBT				\$25,415.00
68 KERN CAL LAND PROPERTIES LLC. PO BOX 299 SIMI VALLEY, CA 93062	CONTACT: ELSIE SALVUCCI	RENT				\$24,747.80
69 AGE 16625 REDMOND WAY M475 REDMOND, WA 98052		TRADE DEBT				\$21,677.87
70 VICTOIRE NOMINEES LIMITED 10 HAREWOOD AVENUE LONDON NW1 6AA		PROMISSORY NOTE	D			\$21,217.49
71 PERSHING NOMINEES LIMITED THE ROYAL LIVER BUILDING PIER HEAD LIVERPOOL L3 1LL		PROMISSORY NOTE	D			\$19,402.46
72 HOUSTON TEXAS WESTCHASE III PROPERTIES CO MOODY RAMBIN INTEREST 1455 WEST LOOP SOUTH SUITE 700 HOUSTON, TX 77027	CONTACT: ROBERT O. CROMWELL II bcromwell@moodyrambinint.com	RENT				\$18,588.62
73 CDW GOVERNMENT, INC. 1515 75 REMITTANCE DR SUITE 1515 CHICAGO, IL 60675-1515	FAX: 847-419-6200	TRADE DEBT				\$17,358.12

Debtor: Orion Healthcorp, Inc., et al.

Case Number (if known): 18-____01

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
74 BARCLAYSHARE NOMINEES LIMITED 1 CHURCHILL PLACE LONDON E14 5HP		PROMISSORY NOTE	D			\$16,261.74
75 LAWSHARE NOMINEES LIMITED CALVERLEY HOUSE 55 CALVERLEY ROAD TUNBRIDGE WELLS KENT TN1 2TU		PROMISSORY NOTE	D			\$14,648.81

Fill in this information to identify the case and this filing:

Debtor Name Orion Healthcorp, Inc., et al.

United States Bankruptcy Court for the: Eastern District of New York
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the Seventy-Five (75) Largest Unsecured Claims and Are Not Insiders (Official Form 204). Presented on a Consolidated Basis.*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/16/2018
MM / DD / YYYY

*/s/ Timothy J. Dragelin
Signature of individual signing on behalf of debtor

Timothy J. Dragelin
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----	x
In re:	: Chapter 11
	: :
NEMS ACQUISITION, LLC,	: Case No. 18-____ ()
	: :
Debtor.	: :
-----	x

**CORPORATE OWNERSHIP AND
E.D.N.Y. LOCAL BANKRUPTCY RULE 1073-3 STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and Rule 1073-3 of the Local Bankruptcy Rules for the Eastern District of New York, the undersigned authorized officer of the Debtor certifies that the following corporate entities or individuals, other than a governmental unit, directly or indirectly own 10% or more of any class of the Debtor's equity interest.

Shareholder	Percentage Ownership Interest
Orion Healthcorp, Inc. 100 Jericho Quandrangle Suite 235 Jericho, NY 11753	100%

Fill in this information to identify the case and this filing:

Debtor Name NEMS Acquisition, LLC

United States Bankruptcy Court for the: Eastern District of New York
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* Statement of Corporate Ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/16/2018
MM / DD / YYYY

*/s/ Timothy J. Dragelin
Signature of individual signing on behalf of debtor

Timothy J. Dragelin
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----	x
In re:	: Chapter 11
	: :
NEMS ACQUISITION, LLC,	: Case No. 18-____ (____)
	: :
Debtor.	: :
-----	x

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the above-captioned debtor hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Percentage of Interests Held
Orion Healthcorp, Inc. 100 Jericho Quandrangle Suite 235 Jericho, NY 11753	100%

Fill in this information to identify the case and this filing:

Debtor Name NEMS Acquisition, LLC

United States Bankruptcy Court for the: Eastern District of New York
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204).*
- ☒ *Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/16/2018
MM / DD / YYYY

✱/s/ Timothy J. Dragelin
Signature of individual signing on behalf of debtor

Timothy J. Dragelin
Printed name

Chief Restructuring Officer
Position or relationship to debtor

**OMNIBUS JOINT WRITTEN CONSENT
OF THE BOARDS OF DIRECTORS, SOLE STOCKHOLDERS, SOLE MANAGERS
AND SOLE MEMBERS, AS APPLICABLE, OF
CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.
AND EACH OF ITS SUBSIDIARIES LISTED ON EXHIBIT A HERETO**

March 16, 2018

Each of the undersigned, being all of the members of the board of directors, the sole stockholder, the sole manager or the sole member (each, an “Authorized Governing Body” and collectively, the “Authorized Governing Bodies”) of the applicable entity or entities listed on Exhibit A hereto (each a “Company” and collectively, the “Companies”), pursuant to the applicable laws of the jurisdiction of organization of each Company and the applicable provisions of the organizational documents of each Company, does hereby consent to the following actions, adopt the following resolutions by written consent in lieu of a meeting and agree that said resolutions shall have the same force and effect as if duly adopted at a meeting of the Authorized Governing Body of each Company held for that purpose:

WHEREAS, the Authorized Governing Bodies considered the financial and operational conditions of the Companies’ businesses;

WHEREAS, the Authorized Governing Bodies reviewed the historical performance of the Companies, the market for the Companies’ products and services, and the current and long-term liabilities of the Companies;

WHEREAS, the Authorized Governing Bodies reviewed, considered, and received the recommendations of the senior management of the Companies and the advice of the Companies’ professionals and advisors with respect to potential avenues for relief that are available to the Authorized Governing Bodies, upon behalf of the Companies, including the possibility of pursuing a restructuring of the Companies’ business and assets under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, in order to maintain independence and flexibility in analyzing and investigating various restructuring alternatives, the Authorized Governing Bodies of each of the Companies that are corporations (the “Corporations”) desire to set up a special committee of such Authorized Governing Bodies comprised only of one or more disinterested and independent directors (the “Special Committee”) to investigate, analyze and negotiate such restructuring alternatives as the Special Committee deems appropriate and in the best interests of each of the Corporations, their creditors, equity holders, and other interested parties, as may be appropriate under applicable law; and

WHEREAS, the Authorized Governing Bodies of each of the Corporations have determined that Robert J. Rosenberg qualifies as a disinterested and independent director for purposes of serving on the Special Committee.

NOW, THEREFORE BE IT RESOLVED, that, the Authorized Governing Bodies of each of the Corporations hereby (i) establishes the Special Committee, (ii) sets the number of

directors to comprise the Special Committee at one (1) director, (iii) appoints Robert J. Rosenberg to serve as the sole member of the Special Committee; and (iv) and authorizes and empowers the Special Committee to have the full power and authority of the Board for the purposes of the following resolutions; and it is

FURTHER RESOLVED, that, in the business judgment of Special Committee and each of the Authorized Governing Bodies of each of the Companies that are not corporations (collectively, with the Special Committee of each of the Corporations, the “Acting Governing Bodies”), after consideration of the alternatives presented to Acting Governing Bodies and the recommendations of senior management of the Companies and the advice of the Companies’ professionals and advisors that, at this time under the relevant circumstances, it is desirable and in the best interests of the Companies, their creditors, equity holders, and other interested parties (as such consideration may be appropriate under applicable law) for voluntary petitions to be filed by the Companies under the provisions of chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the Companies’ petitions seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the “Petitions”) are approved in all respects and that Timothy J. Dragelin, Chief Restructuring Officer of all of the Companies and Chief Executive Officer of certain of the Companies and the other officers of the Companies (collectively, the “Authorized Persons”) be, and hereby are, authorized and directed, on behalf of and in the name of the Companies, to execute the Petitions or authorize the execution of the Petitions and to cause the same to be filed with the United States Bankruptcy Court for the Eastern District of New York, at such time as the Authorized Persons deem appropriate, in order to commence cases under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”); and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to execute a senior secured super-priority debtor-in-possession credit agreement (the “DIP Credit Agreement”) and all notes, security agreements, financing statements, certificates, consents, and other documents, agreements, and instruments related thereto, with such additions, deletions, or modifications as the Authorized Persons may approve, and to take any and all actions which they may deem necessary or proper in order to consummate the DIP Credit Agreement and the transactions set forth therein; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to execute and file all petitions, schedules, lists, and other papers and to take any and all actions which they may deem necessary or proper in connection with the prosecution of the Chapter 11 Cases and, in that connection, for the Authorized Persons to retain and employ all assistance, by legal counsel or otherwise, which they may deem necessary or proper in order to successfully prosecute the Chapter 11 Cases; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized and directed to retain on behalf of the Companies, upon such terms and conditions as the Authorized Persons shall approve, the following to represent the Companies in connection with the Chapter 11 Cases –

- DLA Piper LLP (US), to render legal services to and to serve as bankruptcy counsel for the Companies;
- FTI Consulting, Inc., to provide the Companies a chief restructuring officer and certain additional personnel and to designate Timothy J. Dragelin as Chief Restructuring Officer; and
- Epiq Bankruptcy Solutions, LLC to serve as claims and noticing agent for the Companies; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized to retain on behalf of the Companies other attorneys, investment bankers, accountants, restructuring professionals, financial advisors, and other professionals, upon such terms and conditions as the Authorized Persons shall approve, to render services to the Companies in connection with the Chapter 11 Cases or any related insolvency proceeding; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Person to file the Petitions or with respect to the Chapter 11 Cases, any related insolvency proceeding, or in any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed, and approved; and it is

FURTHER RESOLVED, that the Authorized Persons be, and hereby are, authorized and directed, in the name of and on behalf of the Companies, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

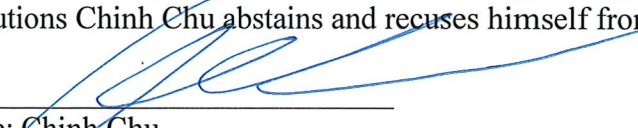
[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.


BOARD OF DIRECTORS OF:

Constellation Healthcare Technologies, Inc.
Orion Healthcorp, Inc.
Medical Billing Services, Inc.
Rand Medical Billing, Inc.
RMI Physician Services Corporation
Western Skies Practice Management, Inc.
Integrated Physician Solutions, Inc.

Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Chinh Chu abstains and recuses himself from such resolutions:

By: 
Name: Chinh Chu
Title: Director

Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Douglas Newton abstains and recuses himself from such resolutions:

By: 
Name: Douglas Newton
Title: Director

In his capacity both as director and as the sole member of the Special Committee of the each of the Companies listed above:

By: _____
Name: Robert J. Rosenberg
Title: Independent Director

CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.
as Sole Stockholder of Orion Healthcorp, Inc.

By: _____
Name: Timothy J. Dragelin
Title: Chief Executive Officer and Chief Restructuring Officer

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

BOARD OF DIRECTORS OF:

Constellation Healthcare Technologies, Inc.
Orion Healthcorp, Inc.
Medical Billing Services, Inc.
Rand Medical Billing, Inc.
RMI Physician Services Corporation
Western Skies Practice Management, Inc.
Integrated Physician Solutions, Inc.


Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Chinh Chu abstains and recuses himself from such resolutions:

By: _____
Name: Chinh Chu
Title: Director

Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Douglas Newton abstains and recuses himself from such resolutions:

By: _____
Name: Douglas Newton
Title: Director

In his capacity both as director and as the sole member of the Special Committee of the each of the Companies listed above:

By: 
Name: Robert J. Rosenberg
Title: Independent Director

CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.
as Sole Stockholder of Orion Healthcorp, Inc.

By: _____
Name: Timothy J. Dragelin
Title: Chief Executive Officer and Chief Restructuring Officer

[Signature Page to Bankruptcy Resolutions]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

BOARD OF DIRECTORS OF:

Constellation Healthcare Technologies, Inc.
Orion Healthcorp, Inc.
Medical Billing Services, Inc.
Rand Medical Billing, Inc.
RMI Physician Services Corporation
Western Skies Practice Management, Inc.
Integrated Physician Solutions, Inc.

Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Chinh Chu abstains and recuses himself from such resolutions:

By: _____
Name: Chinh Chu
Title: Director


Solely for the purpose of the first resolution appointing the Special Committee, and for all other resolutions Douglas Newton abstains and recuses himself from such resolutions:

By: _____
Name: Douglas Newton
Title: Director

In his capacity both as director and as the sole member of the Special Committee of the each of the Companies listed above:

By: _____
Name: Robert J. Rosenberg
Title: Independent Director

CONSTELLATION HEALTHCARE TECHNOLOGIES, INC.
as Sole Stockholder of Orion Healthcorp, Inc.

By: 
Name: Timothy J. Dragelin
Title: Chief Executive Officer and Chief Restructuring Officer

ORION HEALTHCORP, INC.

as Sole Stockholder of Integrated Physician Solutions, Inc.

By: 

Name: Timothy J. Dragelin

Title: Chief Executive Officer and Chief Restructuring Officer

ORION HEALTHCORP, INC.,

as Manager of:

NEMS Acquisition LLC

Northeast Medical Solutions, LLC

NEMS West Virginia, LLC

Physicians Practice Plus Holdings, LLC

Physicians Practice Plus, LLC

MDRX Medical Billing, LLC

By: 

Name: Timothy J. Dragelin

Title: Authorized Signatory

TIMOTHY J. DRAGELIN

as Manager of:

Northstar FHA, LLC

Northstar First Health, LLC

Phoenix Health, LLC

VEGA Medical Professionals, LLC

Allegiance Consulting Associates, LLC


NYNM Acquisition, LLC

By: 

Name: Timothy J. Dragelin

Title: Manager

NORTHSTAR FIRST HEALTH, LLC
as Sole Member of Vachette Business Services, Ltd.

By: 
Name: Timothy J. Dragelin
Title: Authorized Signatory

VEGA MEDICAL PROFESSIONALS, LLC
as Sole Member of Allegiance Billing & Consulting, LLC


By: 
Name: Timothy J. Dragelin
Title: Authorized Signatory

EXHIBIT A**Companies**

	Company	Applicable Law	Section of Governing Document
1.	Constellation Healthcare Technologies, Inc.	Section 141(f) of the Delaware General Corporation Law	Article 2 Section 2.8 of the Amended and Restated By-laws of Constellation Healthcare Technologies, Inc.
2.	Orion Healthcorp, Inc.	Section 141(f) of the Delaware General Corporation Law	Article III, Section 3.16 of the Amended and Restated By-laws of Orion Healthcorp, Inc.
3.	NEMS Acquisition, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of NEMS Acquisition, LLC
4.	Northeast Medical Solutions, LLC	Section 8942 of the Pennsylvania Limited Liability Company Act of 1994	Article (IV)(a)(i) of the Amended and Restated Operating Agreement of Northeast Medical Solutions, LLC
5.	NEMS West Virginia, LLC	Section 8942 of the Pennsylvania Limited Liability Company Act of 1994	Article (IV)(a)(i) of the Amended and Restated Operating Agreement of NEMS West Virginia, LLC
6.	Physicians Practice Plus Holdings, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of Physicians Practice Plus Holdings, LLC
7.	Physicians Practice Plus, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of Physicians Practice Plus, LLC
8.	Medical Billing Services, Inc.	Section 6.201 of the Texas Business Organizations Code	Article III, Section 3.16 of the Amended and Restated By-laws of Medical Billing Services, Inc.

	Company	Applicable Law	Section of Governing Document
9.	Rand Medical Billing, Inc.	Section 307(b) of the California Corporations Code	Article III, Section 3.16 of the Amended and Restated By-laws of Rand Medical Billing, Inc.
10.	RMI Physician Services Corporation	Section 6.201 of the Texas Business Organizations Code	Article III, Section 3.16 of the Amended and Restated By-laws of RMI Physician Services Corporation
11.	Western Skies Practice Management, Inc.	Section 7-108-202 of the Colorado Revised Statutes	Article III, Section 3.16 of the Amended and Restated By-laws of Western Skies Practice Management, Inc.
12.	Integrated Physician Solutions, Inc.	Section 141(f) of the Delaware General Corporation Law	Article III, Section 3.16 of the Amended and Restated By-laws of Integrated Physician Solutions, Inc.
13.	NYNM Acquisition, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of NYNM Acquisition, LLC
14.	Northstar FHA, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of Northstar FHA, LLC
15.	Northstar First Health, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Amended and Restated Operating Agreement of Northstar First Health, LLC
16.	Vachette Business Services, Ltd.	Chapter 1705 of the Ohio Revised Code	Article 3 Section 3.3 of the Amended and Restated Operating Agreement of Vachette Business Services, Ltd.
17.	Phoenix Health, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of Phoenix Health, LLC

	Company	Applicable Law	Section of Governing Document
18.	MDRX Medical Billing, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of MDRX Medical Billing, LLC
19.	VEGA Medical Professionals, LLC	Section 18-404 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.	Article (IV)(a)(i) of the Operating Agreement of VEGA Medical Professionals, LLC
20.	Allegiance Consulting Associates, LLC	Section 407 of the New York Limited Liability Company Law	Article (IV)(a)(i) of the Amended and Restated Operating Agreement of Allegiance Consulting Associates, LLC
21.	Allegiance Billing & Consulting, LLC	Section 407 of the New York Limited Liability Company Law	Article (IV)(a)(i) of the Operating Agreement of Allegiance Billing & Consulting, LLC